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MAY 10 '06 10-58 PM

SURFACE TRANSPORTATION BOARD

ELIAS C. ALVORD (1942)
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20036

OF COUNSEL
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May 10, 2006

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment and Assumption Agreement, dated May 10, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Restated Memorandum of Assignment and Assumption Agreement previously filed with the Board under Recordation Number 26276-C and to the Memorandum of Lease (Musket Corporation) filed under Recordation Number 26276-B.

The names and addresses of the parties to the enclosed document are:

Assignor: Trinity Tank Car, Inc. (as successor to
Trinity Industries Leasing Company)
2525 Stemmons Freeway
Dallas TX 75207

Assignee: TLP Rail Trust I, Wilmington Trust
Company, not in its individual capacity
but solely as Trustee
Rodney Square North
1100 North Market Street
Wilmington, DE 29890

Mr. Vernon A. Williams
May 10, 2006
Page two

A description of the railroad equipment covered by the enclosed document is:

55 railcars: TILX 193331 – TILX 193387 (excluding 193379).

A short summary of the document to appear in the index is:

Memorandum of Assignment and Assumption Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem
Enclosures

MAY 10 '06 10-58 PM

SURFACE TRANSPORTATION BOARD
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT

Memorandum of Assignment and Assumption Agreement made and entered into on May 10, 2006 by and between Trinity Tank Car, Inc., a Delaware corporation (as successor to Trinity Industries Leasing Company) (the "**Assignor**") and TLP Rail Trust I, a Delaware statutory trust (the "**Assignee**").

W I T N E S S E T H:

The undersigned have entered into that certain Assignment and Assumption Agreement (the "**Assignment**"), dated as of May 10, 2006, whereby the Assignor has agreed to assign to the Assignee and the Assignee has agreed to accept assignment from the Assignor that certain railroad car lease as listed on Exhibit A attached hereto.

This Memo may be executed by the parties hereto in separate counterparts, each of which when so executed and delivered shall be an original, but all such counterparts shall together constitute the same instrument.

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name: **Joann A. Rozell**
Title: **Assistant Vice President**

TRINITY TANK CAR, INC.

By: _____
Name: _____
Title: _____

Executed on this 5th day of May, 2006

Executed on this ____ day of May, 2006

[Memorandum of Assignment and Assumption Agreement]

STATE OF Delaware)
) SS:
COUNTY OF NEW CASTLE

On this, the 5th day of May 2006, before a Notary Public in and for said County and State, personally appeared Joann A. Rozell, who being by me duly sworn, says that (s)he is Assistant Vice President of TLP Rail Trust I, by Wilmington Trust Company, not in its individual capacity but solely as Trustee, that said instrument was signed on May 5, 2006 on behalf of said entity by authority of its management or other governing body, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said entity.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Name:
Notary Public

My Commission Expires:

Residing in _____

Amanda E. Burger
Notary Public - State of Delaware
My Comm. Expires March 7, 2007

[Memorandum of Assignment and Assumption Agreement]

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TLP RAIL TRUST I

By: Wilmington Trust Company, not in its individual capacity but solely as Trustee

By: _____
Name: _____
Title: _____

TRINITY TANK CAR, INC.

By: Tony Andrukaitis
Name: Tony Andrukaitis
Title: President

Executed on this ____ day of May, 2006

Executed on this 8 day of May, 2006

STATE OF Texas)
) SS:
COUNTY OF Dallas)

On this, the 8 day of May 2006, before a Notary Public in and for said County and State, personally appeared Tomy Andrukaitis, who being by me duly sworn, says that (s)he is the President of Trinity Tank Car, Inc., that said instrument was signed on May 8, 2006 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Cathy I. Gott
Name:
Notary Public

My Commission Expires: 5-26-2006
Residing in Dallas TX

EXHIBIT A

Fifty-five (55) units unidentified with marks TILX 193331 – 193378, TILX 193380 – 193385 and TILX 193387 leased pursuant to Rider Six (6) to that certain Railroad Car Lease Agreement dated as of March 23, 2004 between Trinity Industries Leasing Company and Musket Corporation.

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

5/10/86



Robert W. Alvord